

25323-K
RECORDATION NO. _____ FILED

APR 05 '05

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SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 5, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease, dated as of March 24, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease (Equipment Schedule No. 006) previously filed with the Board under Recordation Number 25323-D.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, OH 44131

Assignee: Winmark Limited Funding, LLC
2 Hampshire Street
Foxborough, MA 02035

Mr. Vernon A. Williams
April 5, 2005
Page Two

A description of the railroad equipment covered by the enclosed document is:

115 cars: PGNX 5100 – PGNX 5155
 PGNX 5161 – PGNX 5214
 PGNX 6101 – PGNX 6105

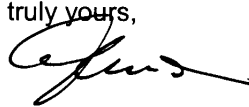
A short summary of the document to appear in the index follows:

Memorandum of Assignment of Lease

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF ASSIGNMENT OF LEASE SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment of Lease between Winmark Limited Funding, LLC (the "Assignee") and ICX Corporation (the "Assignor") is effective as of March 24, 2005.

1. This instrument relates to that certain Master Rail Car Lease Agreement dated as of October 11, 2004 (the "Lease Agreement") and the related Equipment Schedule No. 006 (the "Schedule") which term shall also include any and all riders, addenda and exhibits attached to the Schedule), between Assignor, as lessor, and Carolina Power & Light Company (d/b/a Progress Energy Carolinas, Inc.), as lessee (the "Lessee"), pursuant to which Assignor leased to Lessee the railcars bearing the following reporting marks and road numbers (the "Equipment"):

115 Johnstown 286K GRL railcars
bearing reporting marks and road
numbers PGNX 5100-5155, PGNX
5161-5214, and PGNX 6101-6105

The Schedule and, to the extent incorporated in the Schedule, the Lease, are collectively referred to hereinafter as the "Lease".

2. A Memorandum of Lease with respect to the Lease was recorded with the Surface Transportation Board under Recordation Number 25323, and a Memorandum of Supplement to Lease was filed with the Surface Transportation Board under Recordation Number 25323-D.

3. Pursuant to certain agreements dated as of March 24, 2005, Assignor assigned its interests in the Equipment and the Lease to Assignee. As a result of these assignments, Assignee has acquired all of the rights, title, and interest in and to the Equipment and the Lease of Assignor.

4. The addresses of the parties are as follows:

Assignor: ICX Corporation, 2 Summit Park Drive, Suite 300, Cleveland, OH 44131

Assignee: Winmark Limited Funding, LLC, 2 Hampshire Street, Foxborough, Massachusetts 02035

5. The terms and provisions of the Lease and the assignments are more particularly set forth in the Lease Agreement, the Schedule and the assignment agreements and are incorporated herein by reference.

6. This Memorandum may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

(remainder of page intentionally left blank; signature page and acknowledgements follow)

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Lease as of the date first above written.

ASSIGNEE: WINMARK LIMITED FUNDING, LLC

By: 

John Pedro, Senior Vice President

STATE OF RHODE ISLAND

COUNTY OF PROVIDENCE

On March 24, 2005, before me appeared John Pedro, to me personally known, who being by me duly sworn says that he is the Senior Vice President of Winmark Limited Funding, LLC, and that he executed the foregoing instrument on behalf of said company by authority of its managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

[NOTARIAL SEAL]


Notary Public

My commission expires: 12/31/2006

Notary Public - State of Rhode Island
My Commission Expires: December 31, 2006

ASSIGNOR: ICX CORPORATION

By: 

**MICHAEL R. BABBITT
SENIOR VICE PRESIDENT**

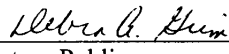
Its: _____

STATE OF OHIO

COUNTY OF [CUYAHOGA]

On March 24, 2005, before me appeared MICHAEL R. BABBITT, to me personally known, who being by me duly sworn says that he/she is the SENIOR VICE PRESIDENT of ICX Corporation, and that he/she executed the foregoing instrument on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]


Notary Public

My commission expires: _____

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My Commission Expires: Dec. 3, 2006